

MISSION WEST PROPERTIES INC  
Form SC 13D/A  
December 26, 2012

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

(Amendment No. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)

Mission West Properties, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

605203108  
(CUSIP Number)

Jacqueline Moore  
DivcoWest  
575 Market Street  
35th Floor  
San Francisco, CA 91405  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 24, 2012  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d -1(e), 240.13d -1(f) or 240.13d -1(g), check the following box. o

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d -7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 6 Pages)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1 NAMES OF REPORTING PERSONS  
Divco MW Co-GP, LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)  
(a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (see instructions)  
OO (See Item 3)
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED   
PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |                |                             |  |
|----------------|-----------------------------|--|
|                | 7 SOLE VOTING POWER         |  |
| NUMBER OF      | -0-                         |  |
| SHARES         | 8 SHARED VOTING POWER       |  |
| BENEFICIALLY   | -0- (See Items 3, 4 and 5)  |  |
| OWNED BY       | 9 SOLE DISPOSITIVE POWER    |  |
| EACH REPORTING | -0-                         |  |
| PERSON WITH    | 10 SHARED DISPOSITIVE POWER |  |
|                | -0- (See Items 3, 4 and 5)  |  |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0- (See Items 3, 4 and 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES   
CERTAIN SHARES (see instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.0% (See Items 5)
- 14 TYPE OF REPORTING PERSON  
OO
-

- 1 NAMES OF REPORTING PERSONS  
Divco West Real Estate Services, LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)  
(a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (see instructions)  
OO (See Item 3)
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED   
PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |                |                             |  |
|----------------|-----------------------------|--|
|                | 7 SOLE VOTING POWER         |  |
| NUMBER OF      | -0-                         |  |
| SHARES         | 8 SHARED VOTING POWER       |  |
| BENEFICIALLY   | -0- (See Items 3, 4 and 5)  |  |
| OWNED BY       | 9 SOLE DISPOSITIVE POWER    |  |
| EACH REPORTING | -0-                         |  |
| PERSON WITH    | 10 SHARED DISPOSITIVE POWER |  |
|                | -0- (See Items 3, 4 and 5)  |  |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0- (See Items 3, 4 and 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES   
CERTAIN SHARES (see instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.0% (See Items 5)
- 14 TYPE OF REPORTING PERSON  
OO
-

- 1 NAMES OF REPORTING PERSONS  
Shiff Investment Company, LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)  
(a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (see instructions)  
OO (See Item 3)
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED   
PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |                |                             |  |
|----------------|-----------------------------|--|
|                | 7 SOLE VOTING POWER         |  |
| NUMBER OF      | -0-                         |  |
| SHARES         | 8 SHARED VOTING POWER       |  |
| BENEFICIALLY   | -0- (See Items 3, 4 and 5)  |  |
| OWNED BY       | 9 SOLE DISPOSITIVE POWER    |  |
| EACH REPORTING | -0-                         |  |
| PERSON WITH    | 10 SHARED DISPOSITIVE POWER |  |
|                | -0- (See Items 3, 4 and 5)  |  |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0- (See Items 3, 4 and 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES   
CERTAIN SHARES (see instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.0% (See Items 5)
- 14 TYPE OF REPORTING PERSON  
OO
-

1 NAMES OF REPORTING PERSONS

Stuart Z. Shiff

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

-0-

NUMBER OF

SHARES

8 SHARED VOTING POWER

-0- (See Items 3, 4 and 5)

BENEFICIALLY

OWNED BY

9 SOLE DISPOSITIVE POWER

-0-

EACH

REPORTING

10 SHARED DISPOSITIVE POWER

-0- (See Items 3, 4 and 5)

PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0- (See Items 3, 4 and 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0% (See Items 5)

14 TYPE OF REPORTING PERSON

IN

This Amendment No. 1 (the “Amendment”) amends and supplements the Schedule 13D filed on November 13, 2012 (the “Original Schedule 13D”) by Divco MW Co-GP, LLC, Divco West Real Estate Services, LLC, Shiff Investment Company, LLC and Stuart Z. Shiff with respect to the Common Stock of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

#### Item 2. Identity and Background

This Amendment amends and restates the last sentence of the second paragraph of Item 2 of the Original Schedule 13D in its entirety as set forth below:

“Because of Divco GP’s’ relationship to M West Holdings, Divco GP may have been deemed to beneficially own the Shares.”

#### Item 4. Purpose of Transaction

This Amendment amends and supplements Item 4 of the Original Schedule 13D by adding the following before the penultimate paragraph thereof:

“Pursuant to the closing of the Transaction on December 24, 2012, the Voting Agreement terminated and the proxy given to M West Holdings was automatically revoked.”

#### Item 5. Interest in Securities of the Issuer

This Amendment amends and restates Item 5 of the Original Schedule 13D in its entirety as set forth below:

“(a)–(b) On December 24, 2012, upon the closing of the Transaction and the resulting termination of the Voting Agreement, the Reporting Persons ceased to beneficially own any shares of Common Stock of the Issuer.

(c) Except as set forth in this Item 5, none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, without independent verification, any person named in Item 2 hereof, has effected any transaction in the Issuer’s Common Stock during the past 60 days.

(d) The Reporting Persons are unaware of any individual other than the Stockholder that has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities beneficially owned by the Reporting Persons identified in this Item 5.

(e) On December 24, 2012, the Reporting Persons ceased to be the beneficial owners of more than five percent of the Issuer’s Common Stock.”

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 26, 2012

Divco MW Co-GP, LLC

By: /s/ Stuart Z. Shiff  
Name: Stuart Z. Shiff  
Title: Authorized Signatory

Divco West Real Estate Services, LLC

By: /s/ Stuart Z. Shiff  
Name: Stuart Z. Shiff  
Title: Chief Executive Officer

Shiff Investment Company, LLC

By: /s/ Stuart Z. Shiff  
Name: Stuart Z. Shiff  
Title: Member

Stuart Z. Shiff

By: /s/ Stuart Z. Shiff